THE COMPANIES ACT, 2002

COMPANY LIMITED BY SHARES

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

OF

GLOBAL LEADER ENTERPRISE(T)LIMITED

Incorporated at.....this .....day of.....2011

DRAWN BY:
SONG SHEN HUA
(SUBSCRIBER)
P.O.BOX 816
DAR ES SALAAM

THE UN ITED REPUBLIC OF TANZANIA

CERTIFICATE OF INCORPORATION

NO.

I HEREBY CERTIFY THAT

GLOBAL LADER ENTERPRISES LIMITED

Is this day incorporated under the Companies Act 2002 and that the company is Limited

GIVEN under my hand at Dar es Salaam, this day of Two Thousand and Eleven

Registrar of Companies

TANZANIA
Stamp Duty Shs: 50000/=
FOR ORIGINAL
Receipt No. 18137 of 30/08/2011
Stamp Duty Officer

TANZANIA
Stamp Duty Shs: 25000/=
FOR ORIGINAL
Receipt No. 18137 of 30/08/2011
Stamp Duty Officer

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

GLOBAL LEADER ENTERPRISE (T) LIMITED

1. The name of the company **"GLOBAL LEADER ENTERPRISE (T) LIMITED"**
2. The Registered office of the Company will be situated in Tanzania.
3. The objects for which the Company is established are:

(a) To carry on the business of Trading ship, transport, super plasticizer, building materials or construction.

(b) To manufacture, treat, prepare, pack, distribute, export, transport, buy, sell, water, soft drink, fruit drinks and fruit juices, locally and to export the same.

(c) To carry on the business of distributing, supplying, wholesale and retail biscuits, tot parks, of beers, wine spirits merchants, brewers, maltsters, distillers, mineral water, soft drinks, like soda, ice cream, to run hotels, restaurants, refreshment and tea rooms, marquees, hotel management. Safari and holiday camps. Snacks, bar, tavern, beer house, and lodging housekeepers, private and public institutions and to industrial and business concerns, also to provide to activities marine parks.

(d) To be general food manufacturers, packers and suppliers to local and exporter markets, to be grain millers and padres, fruits and vegetable canners, to be manufacturers of fresh juices and other beverages and to be bottlers and canneries of same to manufacture tomato sauces and ketchups, chill sauces, salad dressing cream, spices, dried soup formulated and all kinds of food additives for local and export markets, to be importers and distributes of all kinds of foodstuffs.

(e) To manufacture, prepare, packs, distribute, export, transport, buy, sell and generally handle pharmaceutical products, drugstore items, chemical products for agricultural purposes, agricultural product, veterinary.

Preparations, dietetic preparations and patented medicines, surgical and medical suppliers as and a equipment, suppliers and equipment for dentist biological products, food additives, cosmetics, oils and all articles equipment, equipment veterinary consultancy services, drugs, and formulas of all types and descriptions used or useful for treatment of diseases or for the improvement of the health or human beings, animals, livestock and plants, and also to manage and direct laboratories for research and analyses of animals livestock, and plants, and to operate clinics, hospitals, stores , shops and others and to promote or pursue directly or indirectly the activities of the company in view of the development of all sciences of nature.

(f) To conduct Hydro geological and Geophysical survey of the prospective area, to carry on the business of goods with any other company in Tanzania or else where for the purposes of facilitating the objects of the manufactures, installers, maintainers, repairs and importing of water pumps and all related items, to design, develop and hold public exhibitions of borehole drilling and pipe schemes machinery.

(g) To carry on as general food processors, packers, to be general suppliers of foods stuffs and agricultural crops, grain millers, food mixers, general exporters of fresh fruits, vegetables and flowers, food to act as agents of buying and selling all kinds of food stuffs, agricultural equipment's of every description, and generally to deal on any other business connected therewith.

(h) To carry and promote and trade or business of fam and agricultural inputs, implements, tools, packaging materials and deal in the livestock and or the veterinary health care products to farmers and stockiest, to buy, insecticides, fungicides, growth stimulates, agro seeds farm implements and tools, animals feeds, veterinary drugs and any related goods and import and export agriculture and food technology, industries and equipment, manufacture and semi processed products in Tanzania and other parts of the world.

(i) To carry on the business and trade as bakers and confections, to own, manage, run a bakery and deal in the selling and distribution of all types of baked foods, break, cakes, pies, meat, to trade as manufacturers of ice cream, proprietors of restaurants, hotels, refreshments and cold room, café, milk and snack bars and to deal in all types of beverages and render catering services.

(j) To carry on the business of good stuffs, importers, exporter, distributors, sellers, buyers, whole sellers, retailers of agricultural products, such as cereals, coffee, tea, sugar, rice, flour, cashew nuts, peanuts, beans, cowpeas, yellow gram green monks and to be general suppliers in local and export markets, and generally to be traders and dealers of the above.

(k) To promote tourism in Tanzania and elsewhere in Africa, to carry on business of travel and tourist agents and tour operators, to promote facilitate travelling to organize hunting, tented-camps, fishing and driving expeditions, safari promoters and undertakers generally and in particular to arrange and manage hunting safaris, photo safaris adventure tours, fishing trips, handing of game trophies and animals skins, catching, harboring, transporting, Wildlife and marine product of all kind.

(l) To carry on business as safari contractors, organizers and operators, and to equip organize and arrange hunting, photographic, cinematic, exploration and cinematographic expeditions and generally into organize and provide facilities for tourist safari adventures of every kind including but not limited to game, fishing, rive canoeing, kayaking, and other safari and expedition of every description, photographers, suppliers and caterers for hunting, fishing, photographic, sight seeing and other expeditions whatsoever.

(m) To engage and or otherwise carry on the business of general dealers of computer, hardware and software, to be importers and distributors of all kind of computer hardware and software, to provide general computer services, to be commercial computer programmers and generally to be computer acquisition consultants, to design and offer computer training services and to operate schools and training centers, to be suppliers and manufactures representatives of all kinds of computers and telecommunication systems, to be general importers, distributors, installers and services of all kinds of photocopies, fax,

and telex machine, general telephone apparels and generally to be telecommunication experts and consultants, to carry on the business of repairs of computers al kinds of computer systems, electronic items and all kinds of electrical instruments.

(n) To carry the business of marketing, services, consultancy and selling of all types of inform technologies, computer systems, conference systems, telecommunication systems, security systems, public address systems, data communication and to train, research, install and after sale services of electronic systems, voice and data networks and any other systems or components which the company may think fit, necessary or incidental to this business.

(o) To carry on the business of buying, selling, dealers in building materials, hardware, sanitary-ware, wall papers, roofing tiles, flooring tiles, supplying industrial equipments agricultural implements and equipments spares of every description, plumbers, decorators, steel fabrication, machine shops nickel plating, electric plating, making steel windows, doors, frames and rood tresses.

(p) To build, construct, alter, improve, enlarge, repair, maintain, develop, demolish, remove or replace and to work, manage, carry out or control works of all descriptions, including but not limited to offices, factories, mills, warehouse, shop, stores, garages and other buildings, roads machinenery and plants, which may, in the opinion of the directors of the company, be likely to advance directly or indirectly the company interests, to clear sites for the same, to contribute to, subsidies or otherwise assist in the building, construction, alternation, repair, improve, enlargement, maintenance, development, demolition, removal replacement, working, management, caring out or control.

(q) To carry on all or any of the business of transport, carriage and haulage contractors, owners and charter of road vehicles, aircraft and ships and boats of every description and carriers of goods and passenger by road, rail, water or air and to establish, acquire, maintain and operate transport service of every description both public and private and all services ancillary there to and for such purposes or as independent undertakings to purchase, take in exchange, charter, hire, build, contract or otherwise acquire and to own, operate, work, manage, maintain, repair, service and deal with and in road vehicles, aircraft

and vessels of every supplies therefore and to conduct any such business within the country or any other state in Africa or Europe or Asia and or any other foreign count r.

(r) To carry on the business of miners and mining in all their branches and for the said purpose to peg, purchase, take on lease, or exchange or otherwise acquire concessions, grants, easement, options, claims, properties acquire concessions, grants, easements, options, claims properties, cassettes and effects supposed to contain minerals, diamonds, or other precious stones, and any interest therein, and to explore, mine, work, excise develop and turn to account mines and mining rights and any undertaking connected therewith.

(s) To engage in and or otherwise carry on the business of professional investors and entrepreneurs, business ventures, manufactures, super traders, importers, exporters, distributors, suppliers, dealers in commercial and industrial goods, general business consultants, all businesses and trades incidental analogous, similar there to required to be and otherwise capable of being carried on in conjunction therewith.

(t) To contract, maintain and improve or subscribe towards the construction maintenance improvements no roads, water-works, and canals and also of tramways, railways, and other roads and quays and wharves for the purpose of the company, or to connect the same with other lines of communications.

(u) To carry on the business as traders, consumers, suppliers, general merchants, importers, exporters, stockiest, wholesalers, retailers and dealers in all types of electrical goods, hardware, building materials, spare parts and maintenance, type, tubes, tools and accessories for all types of automotive, motors vehicles, agricultural machinery, implements, equipment, all kinds of industrial projects machinery and equipment, timber4 fishing gears, groceries, computers, office equipments, cooking oils, salts, foodstuffs, cosmetics, oils, paints, spirits sheets hinges, screws, iron monger, textiles pieces goods, all types of leather goods, shoes, bags and other similar goods.

(v) To carry the business of importer and exporters, wholesalers, retailers, general merchants, provision store, general store keepers, universal providers, to establish supermarkets, duty free shops, import and export, manufacture goods,

textiles, home appliances, utensils, piece goods imitation jewellery, hosiery, shoes, sun-lasses, handbags household requirements generally in all manufactured goods of all type to acquire, establish, dealers in selling readymade garments and knitwear's, shoes, toys, motor cycles, bicycles, bicycle chairs, computer and its parts, television, mobile phone, vcd, cookers, slippers jeans, and description for commercial and home use.

(w)To carry on the business of to buy sell manufacture and deal in all kinds of unguents and ingredients to carry on business of selling candles and perfumes, collectors of flower and perfume producing vegetable.

(x) To carry on the business of customers robe, dress and mantle makers, silk makers and suppliers of clothing lingerie and trimmings of every kind, selling corset, furriers, general drapers, haberdashers, milliners, hosiers, gloves, lace makers and dealers, father dressers and merchants, hatters, boot and shoe makers, deals in fabrics, ribbons, perfume and flower (artificial and natural) and materials of all kinds.

(y) Tom carry on all or any of the business of stationers, printers, lithographers, stereotypes, electrotypes, engraves, photo lithographers, typesetting, machine operators, die sinkers, envelope makers, book binders, account book manufactures, machine, rules numerical printers, flat and box file makers, cardboard manufactures, type founders photographers, manufactures of land and dealers in playing visiting, railways, festival invitation, business complimentary and fancy cards and valentine, dealers in parchment stamp agents of payment of stamps and other duties, advertising agents, designers, draftsmen manufacturers, book sellers, publishers and dealers in materials used in the manufacturers of paper, cabinet makers, file rack maker and dealers in manufacturers of any other articles of things of character similar of analogous to the foregoing or any of them or connected therewith and to deal in the manufacture of all sell by wholesale or retail of school chalks, and secretarial services.

(z) To carry on or any of the trades and business of farmers planters, grazers, breeders of the dealers in live stock market gardeners, arbor culturists, agriculturist horticulture, agriculture or horticulture

(aa) To purchase and sell livestock poultry and agricultural and animal produce of all kinds both wholesale and retail.

(bb) To carry on the business as ranchers breeder of animals of all kind as dairy ostrich and poultry farmers and as milers, grazers, market gardeners seed growers and meat and fruit preservers.

(cc) To carry on all any of the wholesale and or retail as gemstones merchants, jewelers and/or dealers in and/or buy sell market import export and/or general deal in all or any kind of gemstones precious and semi-precious stones, gold silver and precious metals of whatsoever kind or description.

(dd) To carry business as importers, suppliers, distributors, general merchants, sellers, buyer, worldwide traders wholesalers, retailers, deals in goods, stores consumable articles, general merchandise and commodities maize, tea, rice jute bags, corn, sugar, beans wheat sisal, hides, leather products leather goods, beeswax, honey, , instant coffee, raw coffee, coconuts and coconut products green peas, foods and cash crops including livestock.

(ee) To buy manufacture export import and deal in machinery plans and or things capable of being used in any such business as aforesaid or required by any cost paper of or person having dealings with the company.

(ff)To carry on the business of importers, exporters, buying selling, wholesales, dealers in hardware building materials sanitary-war4e wall papers, roofing tiles, flooring tiles, supplying industrial equipments agricultural implements and equipments spares of every description plumbers, decorators, steel fabrication, machines shop nickel plating. Electric plating making steel windows doors frames and roof tresses.

(gg) To carry on the business as general food processors packers and suppliers to be general suppliers of hard stuffs and agricultural crop to be grain millers and food mixers to be general exporters of fresh fruits vegetables and flowers to act as agents of buying and selll8ing all kinds of motor vehicles, General supplies buying and selling building hardware of every description electrical appliances lease.

(hh) To carry the business of garage proprietors and service station for motor vehicle of all kinds, to carry on the safe keeping, cleaning, repairing, refueling,

panel beating, spraying and the general care of motors vehicles, aircraft, machinery, equipment and plant whether moved by mechanical power or not, implements, utensils, appliances, apparatus, fuel for internal combustion engines, lubricants, cements, solutions, batteries and accessories and all things capable of being used in connection with the said businesses or in the manufacture or maintenance of such vehicles, machinery, equipment and plant.

(ii) To carry out the business of providing technical and allied services in the field of welding metal fabrication, non destructive testing, quality assurances, and to provide consultancy in technical services, oil storage tank erection and all other business which can be carried out in connection to the above.

(jj)To purchase taken on lease and otherwise acquire for investment or resale any estate, land, buildings, easements, and other rights and interest in immovable property or any tenure in Tanzania and elsewhere and to sell let or lease exchange or otherwise dispose of or grant right over any immovable property belong to the company.

(kk) To purchase, take or lease or in exchange hire or otherwise acquire and hold any state or interest in any lands buildings casement rights, licenses secret processes, machinery plants, stock in trade and real or personal property of any kind.

(ll) To accept payment for any property or right sold or otherwise disposed or dealt with by the company either in cash, by installment or otherwise or in fully or party paid up shares of the company or corporation, with or without deferred or preferred or guaranteed rights.

(mm) To carry any other trade or business whatever which can in the opinion of the Board of Directions be advantageously carried on by the Company in connection with the above business or the general business of the company.

(nn) To act as executors and trustees of wills and settlement made by customers and others and undertake and execute trust of all kinds.

(oo) To do all or any of the above in any part of the word and either as principal, agents, trustees, contractors or otherwise, and either alone or in conjunction with others and either or though agents, sub-contractors trustees and otherwise.

(pp) To remunerate any person firm or company rendering services to this company whether by cash payments or by allotment to him or them of shares or securities of the company credited and paid in full or in part, otherwise.

(qq) To accept for safe custody and keep for customers of the company all kinds of securities valuables and things.

(rr) To lend money on my terms that may thought fit, and particularly to customers or other person or corporations having dealing with societies and to give any guarantees that may be expedient.

(ss) To advance money to shareholders in the company and other to the purpose of enabling the person borrowing the same erect or purchase, or enlarge or repair any house or building or to purchase the fee simple or any less stable or interest in or to take a demise for any term or terms of years of any freehold or leasehold property upon such terms and conditions as the company may think fit.

(tt) To invest and deal with the moneys of the company not immediately required, upon such securities and in such manner as may from time to time be determined.

(uu) To distribute among the members in pieces any property of the company or any proceeds of sale or disposal of any property of the company.

(vv) To draw, make, accept, endorse, discount excite and issue promissory notes, bills of landing, warrants, debentures and negotiable or transferable instruments.

(ww) To act as agents or brokers and as trustees for any person firm or company, and to undertake and perform sub-contracts and also to act in any other business of the company through or by means of agents brokers, sub-contractors or others.

(xx) To obtain any provisional order, ordinance or act of parliament for enabling the company to carry any of it is objects into effects, or for affecting any modification of the company's constitution or any other purpose which may seem expedient and to oppose any proceeding.

(yy) To take or otherwise and hold shares in any other company having objects altogether or in part similar to this company or carrying on any business capable of being conducted so as directly or indirectly to benefit the company.

(zz) To do all other things as may be deemed incidental or conductive to the entertainment of the objects or any of them.

And it is hereby declared that:-

The word "company" in this clause, except where used in reference to this company, shall be deemed to include any partnership or other body of persons, whether corporate or incorporate and whether domiciled in the United Republic of Tanzania or elsewhere.

The object specified in each of the paragraphs of the paragraph of this clause shall be regarded as independent objects and accordingly shall in no way be limited or restricted (except where otherwise expressed in suh paragraphs) by reference to or inference from the terms of any other paragraph of the name of the company but may be carried out in as full and sample a manner and construed in as wide and district compound

That the meaning of any general world or words in any paragraph of this clause shall not be restricted by being construed enjusdem generis with any particular world or words in the same paragraph

AND it is hereby declare that the word "company" in this clause except where used in reference of this Company, shall be deemed to include any partnership or other body of persons, whether incorporated and whether domiciled in Tanzania or elsewhere, and that the intention is that each of the object set forth in any sub-clause or by the same of the company. None of such sub-clause or the objects herein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first sub-clause.

4. The liability of the Members is limited
5. The capital of the Company is Shillings 500,000,000/= divide into 100 share of Shillings 5,000,000/= each. The Company shall have power to increase its capital and to divide the shares and to attach thereto respectively such preferential, deferred or special rights, privileges, or conditions as may be determined by or in accordance with the Articles of Association of the Company

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of this Memorandum of Association, and we

respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
SENHUA SONG P. O. BOX 816 DAR ES SALAAM	1	
HEROCEAN INTERNATIONAL SUPPLY CHAIN MANAGEMENT (HONGKONG) GROUP LIMITED. HONGKONG CHINA	99	

Dated at. DAR ES SALAAM this 30th day of 08 2011

Witness to the above signatures:

Name : DANIEL SIMON MWAKIMI

Signature : .....

Postal Address : 105069 DAR ES SALAAM

Qualification : ADVOCATE

DANIEL SIMON MWAKIMI * Advocate, Notary Public & Commissioner For Oaths * P.O. Box 105069, D' SALAAM

THE COMPANIES ACT 2002

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

GLOBAL LEADER ENTERPRISE (T) LIMITED

PRELIMINARY

1. In these regulations:-
"The Act" means the Companies Act 2002 of the Laws of Tanzania.

When any provision of the Act is referred to, the reference is that provision is as modified by any law for the time being in force.

Unless the context otherwise requires, the expressions defined in the Act or any statutory modification thereof in the force at the date at which these regulations become binding on the company, shall have the meaning so defined.

Any words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include females, and the words importing persons shall include bodies corporate, partnership, firms, cooperatives, societies, etc.

The regulations of Companies Act shall not apply to the company, save in so far as they are varied or excluded hereby, but in case of any conflict between the provisions herein, and the provisions under this regulation the former shall prevail, and in addition to substitution shall be the regulations of the company.

PRIVATE COMPANY

2. The Company is a Private Company and accordingly:-

(a) The right to transfer shares is restricted in manner hereinafter prescribed.
(b) The number of members of the company (exclusive of persons who are in the employment of the Company and of persons who have been formerly in the employment of the company were while in such employment to be the member of the company) is limited fifty, provided that where to or more persons hold one or more shares in the company jointly they shall for the purpose of this regulation be tested as a single member.
(c) Any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.
(d) The Company shall not have power to issue share warrants to bearer.

TRANSFER OF SHARES

3. The Directors may in their direction and without assigning any reason thereof refuse to register the transfer of any share to any person who it shall in their opinion be undesirable for any reason whatsoever to admit to membership.

4. Subject to clauses 2 and 3 hereof the right to members to transfer their shares shall be restricted as follows;

(a) No share shall be transferred to a person who is not a member so long as any member of any person selected by the Directors as one who it is desirable in the interest of the Company to admit to membership.

(b) Every shareholder or trustee in bankruptcy, or any person who may desire to sell or transfer any such shares and every who may desire to sell or transfer any such shares and every personal representatives of a deceased shareholder shall give notice in writing to the Directors that he desires to make such sale or transfer. Such notice shall constitute the Board of Directors of the Company as his agent for the sale of the said shares to any member or members of the company at the price to be agreed upon between the party giving such notice the party and the board, or in case of difference to be determined by the Auditor of the Company.

(c) Upon price of such shares being agreed on a determined as per clause (b) above, the board shall forthwith give notice to such of the shareholders other than the shareholders desiring to sell or transfer the said shares, starting the number and price of such share inviting the person to whom notice is sent to state within 21 days from the date of such notice whether he is willing to purchase any, if so what maximum number of such shares. At the expiration of such days 21 notice the board shall apportion such shares amongst the shareholders (if more than one) who shall have expressed their desire to purchase number of shares already held by them respectively, or if there be only one such shareholder, that the whole of such shares shall be sold to him, provided no shareholder shall be obliged to take more than the maximum number of such shares stated in his answer to the said notice.

Upon such apportionment being made or such one shareholder notifying his intention to purchase, as the case may be, the party desiring to sell or transfer such shares shall be bound upon payment of the said price to transfer the shares to the respective shareholders or to single shareholder who shall have agreed to purchase the same.

5. GENERAL MEETINGS: NOTICE OF GENERAL MEETING AND PROCEEDINGS OF THE GENERAL MEETINGS.

The regulation of Companies Act shall apply to the following variations:-

(a) A General Meeting, Ordinary or Extraordinary may with the consent in writing of all members, be convened on a shorter notice than seven days or without notice.

(b) Two members, present either personally or by proxy shall form a quorum.

(c) Any ordinary resolution of the company determined without any general meeting and evidenced by writing under the hands of majority of the Directors and of the members of the company holding three - fourths of the issued shares of the company shall be valid and effectual as an ordinary resolution duly passed at a general meeting of the company.

6. DIRECTORS

(a) Until otherwise determined by the company in General Meeting the Directors shall not be less than two and not more than four in number.

(b) The following persons shall be the first Directors of the company:-

1. **SENHUA SONG**
2. **HEROCEAN INTERNATIONAL SUPPLY CHAIN MANAGEMENT (HONGKONG) GROUP LIMITED**

7. The shareholding qualification for Directors may be fixed by the company in General Meeting, and unless and until so fixed no qualification shall be required.

8. The quorum of Directors for transacting business shall, unless otherwise fixed by the Directors, be two.

9. A resolution in writing signed by all the Directors then in Tanzania shall be as valid and effectual as if it had been passed at a meeting of Directors duly called and constituted.

10. The Directors may from time to time borrow or raise any money for the purposes of the Company which may exceed the issued share capital of the company.

BORROWING POWERS

The Directors may from time to time in their discretion raise or borrow for the purpose of any Company's business such sum or sums of money as they think fit.

11. The Directors may secure the repayment of or raise any such sum or sums as aforesaid by mortgage or charge upon the whole or any part of the property and assets of the Company present or future including its uncalled capital for the time being, or by the issue at such price as they may think fit, of bonds or debentures either charged upon the whole or any part of the property and assets of the company or not so charged or in such other way as the Directors may think expedient.

VOTE OF MEMBERS

12 On a show of hands every member present in person shall have one vote. On a roll every member shall have one vote only for the shares of which he is holder.

13. No member shall be entitled to vote at any general meeting unless all calls or other sums presently by him in respect of shares in the Company have been paid.

DISQUALIFICATION OF DIRECTORS

14. The office of a Director shall be vacated if the Director;

(a) becomes bankrupt; or
(b) is found to be a lunatic or becomes of unsound mind; or
(c) resigns his office by notice in writing to the Company;
(d) abstains himself from meetings of the directors for a period of six months without special leave of absence from the other Directors.

S E A L

15. The Directors shall provide for the safe custody of the Seal. The Seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and in the presence of at least two Directors or a Director and Secretary or other person as aforesaid shall sign every instrument to which the seal of the Company is so affixed in their presence.

ALTERNATE DIRECTORS

16. Any director shall have power to nominate any person to act or attend as alternate Director during his absence or during his inability so to act. Such Director shall be subject in all respects to the terms and conditions existing with reference to the other Directors and such Alternate Director shall exercise and discharge all the duties of Director whom he represents.

17. Unless otherwise decided by the Directors the quorum necessary to transact business of the Directors shall be two Directors personally present.

SECRETARY

18. The Secretary shall be appointed by the Board for such terms at such remuneration and upon such condition as it may think fit, and any Secretary so appointed may be removed by the Board.

WINDING UP

19. With the sanction of a special resolution of the shareholders any part of the assets of the Company including any shares in other Companies may be divided between the members of the Company in special or may be vested in Trustees for the benefit of such members and the liquidation of the company may be

closed and the company dissolved but so that no member shall be compelled to accept any shares whereupon there is any liability.

ALTERNATION OR ADDITION

20. Subject to the provisions of the Act and to those contained in the Memorandum of Association the Company may by Special Resolution make alteration or addition so made shall be as valid and effectual as if originally contained in those articles and be subject in like manner to alteration by Special Resolution.

INDEMNITY

21. Every Director, Managing Director, Agent, Auditor, Secretary and other Officer for the time being of the Company shall be indemnified out of the Assets of the Company against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgement is given in his favour or in which he is acquitted or is in connection with any application in which relief is granted to him by the Court.

ARBITRATION

22. If and whenever any dispute or difference shall arise between the Company and any of the members or their respective representatives touching upon the construction or meaning of any of the Articles herein contained or any act matter or thing made or done or omitted to be done or with regard to the rights or liabilities arising here under or arising out of the relation existing between the parties by reasons of these Articles or the Act, such differences shall (unless a sole arbitrator be agreed upon) forthwith be referred to the arbitration of three 3) arbitrators, one to be appointed by each party and the third to be appointed by the first two or, in the event of failure to agree within (Cap. 15) or any then existing statutory modifications or re-enactment thereof shall apply.

Names, Addresses, and Description of Subscribers.	Number of shares taken by each Subscriber	Signature
SENHUA SONG P. O. BOX 816 DAR ES SALAAM	1	
HEROCEAN INTERNATIONAL SUPPLY CHAIN MANAGEMENT (HONGKONG) GROUP LIMITED. HONGKONG CHINA	99	

Dated at. DAR ES SALAAM this 30th day of 08 2011

Witness to the above signatures:

Name : DANIEL SIMON MWAKIMI

Signature : .....

Postal Address : 105069 DAR ES SALAAM

Qualification : ADVOCATE

DANIEL SIMON MWAKIMI * Advocate, Notary Public & Commissioner For Oaths * P.O. Box 105069, D'SALAAM